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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

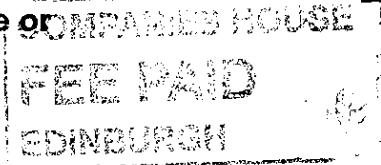
410

A fee of £13 is payable to Companies House in
respect of each register entry for a mortgage or
charge

CHFP025

Please do not
write in this
margin

Pursuant to section 410 of the Companies Act 1985



Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

112

SC287631

Name of company

* MILLER (GRAYSMILL) LIMITED (the "Company")

* insert full name
of company

Date of creation of the charge (note 1)

9 September 2005

Description of the instrument (if any) creating or evidencing the charge (note 1)

Standard Security (the "Standard Security")

Amount secured by the charge

All sums which are now and which may at any time hereafter become due to the Bank (defined below) in any manner of way by the Company, either solely or jointly with any other person or persons or corporation, company, firm or other body, and whether as principal or surety, all which sums shall be so paid by the Company to the Bank either on demand or in accordance with any separate Agreement in writing entered into by the Company with the Bank providing for payment otherwise than on demand, with interest on such sums severally from the respective times of advance or becoming due until payment at the rate or rates charged and computed as may be provided in any such separate Agreement or otherwise in accordance with the ordinary practice of the Bank from time to time (the Bank being entitled, subject and without prejudice to the provisions of any such separate Agreement, to fix such rates of interest and alter the same from time to time).

Names and addresses of the persons entitled to the charge

CLYDESDALE BANK PUBLIC LIMITED COMPANY, incorporated under the Companies Acts and having its registered office at 30 St Vincent Place, Glasgow (the "Bank")

Presentor's name address telephone
number and reference (if any):
MacLay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

p:AMXB/CLSW/NAT/47/4 - SS

For official use (10/03)
Charges Section

Post room



SCT SHUKP80Y 0050
COMPANIES HOUSE 14/09/05

Short particulars of all the property charged.

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

ALL and WHOLE that area of ground extending to Two hectares and Two hundred and ninety-two decimal or one thousandth parts of a hectare or thereby (2.292 hectares) bounded on the south/southeast by Redhall House Drive in the City of Edinburgh and County of Midlothian being the subjects sometime known as Graysmill School (hereinafter referred to as "the Subjects"); which Subjects form part of the subjects more particularly described in Notice of Title by The City of Edinburgh Council recorded in the Division of the General Register of Sasines applicable to the County of Midlothian on Thirty first October Two Thousand and One (hereinafter referred to as "the Larger Subjects"); Together with (One) the whole buildings erected thereon; (Two) the parts, privileges and pertinents thereof; (Three) the whole fittings and fixtures therein and thereon; (Four) the whole rights whether common, mutual or exclusive pertaining thereto more particularly contained in Deed of Conditions by The City of Edinburgh Council dated Thirty first August Two Thousand and Five and recorded in said Division of the General Register of Sasines on First September Two thousand and Five and (Five) the Company's whole right, title and interest present and future in and to the Subjects; Together also with a non exclusive heritable and irredeemable servitude right in common with The City of Edinburgh Council and all those deriving right from The City of Edinburgh Council or otherwise interested therein or served thereby of pedestrian and vehicular access to and egress from the Subjects from Craiglockhart Drive South over and across the part of Redhall House Drive shown cross-hatched on the Plan annexed and signed as relative to the Standard Security.

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

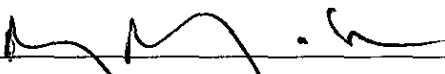
N/A

Particulars as to commission, allowance or discount paid (see section 413(3))

N/A

A fee is payable
to Companies
House in respect
of each register
entry for a
mortgage or
charge.
(See Note 5)

Signed



Date

On behalf of **ROOPOON** [chargee] †

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc. should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to be made payable to Companies House.

6. The address of the Registrar of Companies is: Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
DX 235 Edinburgh or LP - 4 Edinburgh 2

† delete as
appropriate

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 287631

I hereby certify that a charge created by

MILLER (GRAYSMILL) LIMITED

on 9 SEPTEMBER 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of CLYDESDALE BANK PUBLIC LIMITED COMPANY

was delivered pursuant to section 410 of the Companies Act, 1985,
on 14 SEPTEMBER 2005 given at Companies House, Edinburgh
16 SEPTEMBER 2005



C O M P A N I E S H O U S E

